

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CRYSTALLEX INTERNATIONAL CORP.,)	
)	
Plaintiff,)	
)	
v.)	Misc. No. 17-151-LPS
)	
BOLIVARIAN REPUBLIC OF VENEZUELA,)	
)	
Defendant.)	

**DECLARATION OF RAYMOND B. STRONG III
IN SUPPORT OF SPECIAL MASTER’S MOTION TO ENJOIN THE ALTER EGO
CLAIMANTS FROM ENFORCING CLAIMS AGAINST THE REPUBLIC OR PDVSA
BY RECOVERING FROM PDVH OR ITS SUBSIDIARIES IN OTHER FORUMS**

I, Raymond B. Strong III, declare as follows:

1. I am a Senior Managing Director at Evercore Group L.L.C. (“**Evercore**”), an investment banking advisory and investment management firm. Evercore is the investment banker to the Special Master in the above-captioned miscellaneous action. I submit this Declaration in support of the *Special Master’s Opening Brief in Support of His Motion to Enjoin the Alter Ego Claimants from Enforcing Claims Against the Republic or PDVSA by Recovering from PDVH or Its Subsidiaries in Other Forums* (the “**Motion**”).¹

2. The statements in this Declaration are based on my personal knowledge or opinion, on information that I have received from the Special Master, his Advisors, CITGO Holding, CITGO Petroleum (together with CITGO Holding, “**CITGO**”), or employees or advisors or professionals of Evercore working directly with me or under my supervision, direction, or control, or from CITGO’s books and records maintained in the ordinary course of their businesses.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

3. I understand that Gramercy Distressed Opportunity Fund LLC (“**Gramercy**”), G&A Strategic,² and Girard Street Investment Holdings, LLC (“**Girard Street**”) (together, the “**Alter Ego Claimants**”) have filed lawsuits in New York and Texas (the “**Alter Ego Actions**”) seeking to hold PDVH liable for judgments against PDVSA or the Republic on an alter ego theory in order to seek recovery directly from PDVH’s primary asset—the shares of CITGO Holding.

4. PDVH is a holding company that owns 100% of the shares of CITGO Holding, which in turn owns 100% of the shares of CITGO Petroleum. Although the Special Master is selling the PDVH Shares, the ultimate assets that bidders have expressed interest in acquiring as part of this Court’s sale process are CITGO’s operations, which PDVH holds through the shares of CITGO Holding. Bidders have also expressed that they are expecting to purchase the PDVH Shares free and clear of claims or encumbrances from judgment creditors of PDVSA. Therefore, bidders have indicated that the prices they are willing to pay for the PDVH Shares, and their willingness to execute a sale transaction, are based on the understanding that the successful bidder will obtain the PDVH Shares free and clear of claims and encumbrances from PDVSA’s judgment creditors.

5. The Special Master and his Advisors have engaged in robust discussions with potential bidders and with CITGO for months. As part of that process, potential bidders signed non-disclosure agreements with CITGO and the Special Master, were granted access to CITGO’s virtual data room, and examined detailed financial information belonging to CITGO. From my conversations with potential bidders, I understand that bidders made bids to the Special Master in

² G&A Strategic Investments I LLC, G&A Strategic Investments II LLC, G&A Strategic Investments III LLC, G&A Strategic Investments IV LLC, G&A Strategic Investments V LLC, G&A Strategic Investments VI LLC, and G&A Strategic Investments VII LLC (collectively, “**G&A Strategic**”).

reliance on their assessments of PDVH's and CITGO's value and the understanding that the successful bidder will obtain the PDVH Shares free and clear of claims and encumbrances from PDVSA's and the Republic's judgment creditors.

6. Since the Alter Ego Claimants recently filed the Alter Ego Actions, bidders have expressed concerns to me, the Special Master, and his Advisors about the risks that the Alter Ego Claimants and other creditors may circumvent this Court's sale process by seeking relief in other courts. Potential bidders now face the risk that the underlying assets they are seeking to purchase could be encumbered by the Alter Ego Claimants' claims, which is contrary to potential bidders' expectations. Indeed, the Alter Ego Actions have created uncertainty on the part of bidders as to whether the assets underlying the entity they seek to acquire could be diminished by the Alter Ego Claimants' judgments as well as any copycat actions that may be filed by other creditors who are low in the Court's priority order or who did not register their judgments in time to be a part of the priority order. That possibility is interfering with the sale process and the Special Master's ability to effectively execute a sale transaction and maximize recoveries for the judgment creditors who have complied with this Court's orders.

7. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 9, 2024

/s/ Raymond B. Strong III
Raymond B. Strong III
Senior Managing Director
Evercore Group L.L.C.